

Prepared by:  
BASS, BERRY & SIMS PLC  
Tiffany A. Yates  
MS Bar No.: 102545  
315 Deaderick Street, Suite 2700  
Nashville, Tennessee 37238  
(615) 742-6200

To the Chancery Clerk of Desoto County, Mississippi:  
The real property described herein is situated in the East Half of the Northeast Quarter of Section 23, Township 1 South, Range 6 West, DeSoto County, Mississippi.

### SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt, adequacy and sufficiency of all of which is hereby acknowledged, **WORLD COLOR (USA) CORP.**, a Delaware corporation, successor-in-interest to Quebecor World Olive Branch Inc., having a mailing address of c/o World Color (USA) Corp., Attn: Tax Department, 1201 East Wiley Road, Suite 120, Schaumburg, IL 60173, and a telephone number of 847-839-1260 (the "Grantor"), does hereby sell, convey and warrant specially unto **WORLD COLOR (USA), LLC**, a Delaware limited liability company, having a mailing address of c/o World Color (USA) Corp., Attn: Tax Department, 1201 East Wiley Road, Suite 120, Schaumburg, IL 60173, and a telephone number of 847-839-1260 (the "Grantee"), the property (the "Property") lying and being situated in the City of Olive Branch, Desoto County, Mississippi, and being more particularly described on Exhibit A attached hereto.

The Property is conveyed subject to, and there is excepted from the special warranty of this conveyance, those certain liens, encumbrances and other matters set forth on Exhibit B attached hereto.

Ad valorem taxes for the year 2009 have been prorated between the Grantor and the Grantee, and the Grantee assumes and agrees to pay the same when they become due and payable.

*[Remainder of Page Left Intentionally Blank; Signature Page Follows]*

WITNESS THE SIGNATURE OF THE GRANTOR, effective as of the 22<sup>nd</sup> day of July, 2009.

\*

**WORLD COLOR (USA) CORP.**, a Delaware corporation

By: David McCarthy  
 Name: David McCarthy  
 Title: President

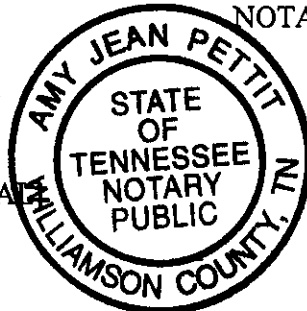
STATE OF Tennessee  
 COUNTY OF Williamson

Personally appeared before me, the undersigned authority in and for the said county and state, on this 22<sup>nd</sup> day of July, 2009, within my jurisdiction, the within named David McCarthy, who acknowledged that he is President of World Color (USA) Corp., a Delaware corporation, and that for and on behalf of the said corporation, and as its act and deed, he executed the above and foregoing Special Warranty Deed, after first having been duly authorized by said corporation so to do.

Amy Jean Pettit  
 NOTARY PUBLIC

My Commission Expires:

1/21/2013  
 [AFFIX NOTARIAL SEAL]



Grantor's Address:	c/o World Color (USA) Corp., Attn: Tax Department, 1201 East Wiley Rd., Suite 120, Schaumburg, IL 60173
Grantor's Phone #:	847-839-1260
Grantee's Address:	c/o World Color (USA) Corp., Attn: Tax Department, 1201 East Wiley Rd., Suite 120, Schaumburg, IL 60173
Grantee's Phone #:	847-839-1260

**\*SEE ATTACHED EXHIBIT "C"**

EXHIBIT ALegal Description

Real property in the City of Olive Branch, County of Desoto, State of Mississippi, described as follows:

Part of Lot 2, Section "B", Phase I, of Holliday Industrial Park as recorded in Plat Book 15, Pages 9-14, in the East half of the Northeast quarter of Section 23, Township-1-South, Range-6-West, Olive Branch, Desoto County, Mississippi. Being part of the same property as recorded in special warranty deed book 205, page 429, in the Chancery Clerk's Office of Desoto County, Mississippi, being more particularly described as follows:

Beginning at the Southeast corner of Section 23, Township-1-South, Range-6-West, Olive Branch, Desoto County, Mississippi; Thence N-00°19'00" E, along the East line of said Section 23, a distance of 2,897.62' to a point in the centerline of Hacks Cross Road; Thence N-89°41'-W a distance of 53.00' to the true Point of Beginning for the hereafter described 29.892 acre tract, said point being at the Intersection of the West right-of-way line of Hacks Cross Road and the North right-of-way line of Burlington-Northern Railroad Easement; Thence Westwardly along said north-right-of-way line the following courses to 3/8" re-bars (set); N 89°27'50"W, 47.00', S 0°33'00"W, 12.50', N 89°27'50"W, 1282.30' to a "bridge nail" (found); Thence N 79°50'20"E 205.78' to a "Railroad Spike" (found); Thence N-0°19'-E parallel, to the East line of said section 23 a distance of 1120.54' to a 3/8" re-bar (found) in the South right-of-way line of Marina Drive; Thence S 89°27'50"E along said South line and parallel to the North right-of-way line of the Burlington-Northern Railroad easement 1087.15' to 3/8" re-bar (set) at a point of curve; Thence along a curve to the right with a delta angle of 18°45'11" having a radius of 40.00' and a arc length of 13.09', with a chord bearing and distance of S-80°05'40"E 13.03' to a 3/8" re-bar (set) in the West right-of-way line of Hacks Cross Road; Thence Southwardly along said West right-of-way line the following courses to 3/8" rebars (set); S 0°19'00"W 180.32', S89°41'00"E 27.00', S 0°19'00"W 400.04', N 89°41'00"W 17.00', S 0°19'00"W 99.96', S89°41'00"E 17.00', S 0°19'00"W 280.00', N 89°41'00"W, 7.00', S 0°19'00"W 60.00', S 89°41'00"E 7.00', S 0°19'W 123.91' to the point of beginning.

EXHIBIT B

List of Permitted Exceptions

All building restrictions and restrictive covenants, easements, dedications, rights-of-way and mineral reservations and conveyances of record, if any, which pertain to the Property.

7939510.1

THIS INSTRUMENT PREPARED BY:  
BASS, BERRY & SIMS PLC (JSL)  
315 Deaderick Street, Suite 2700  
Nashville, Tennessee 37238-3001

**AFFIDAVIT**

The undersigned hereby certifies as follows:

1. Quebecor World Olive Branch Inc., a Delaware corporation, is the record owner of the property more particularly described on Exhibit A attached hereto.
2. Pursuant to the documentation more particularly described in the following numbered paragraphs, World Color (USA) Corp., a Delaware corporation, is the successor-in-interest to Quebecor World Olive Branch Inc.
3. Pursuant to that certain Certificate of Merger of Quebecor World Olive Branch Inc. with and into Novink (USA) Corp., filed on July 21, 2009 with the Delaware Secretary of State, a copy of which is attached hereto as Exhibit B, Quebecor World Olive Branch Inc. merged with and into Novink (USA) Corp., a Delaware corporation, with Novink (USA) Corp. being the surviving corporation under the name of Novink (USA) Corp.
4. Pursuant to that certain Certificate of Amendment of Certificate of Incorporation of Novink (USA) Corp., filed on July 22, 2009 with the Delaware Secretary of State, a copy of which is attached hereto as Exhibit C, Novink (USA) Corp. amended its Certificate of Incorporation to change its name to World Color (USA) Corp.

*[Remainder of Page Left Blank Intentionally, Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has executed this Affidavit effective as of the 22<sup>nd</sup> day of July, 2009.

WORLD COLOR (USA) CORP.

By: David McCarthy  
 Name: David McCarthy  
 Title: President

STATE OF Tennessee )  
 COUNTY OF Williamson ) ss.

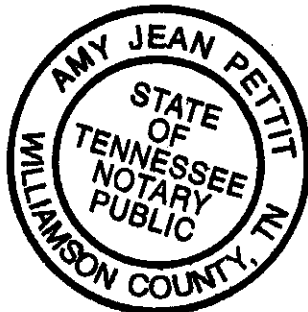
On July 22<sup>nd</sup>, 2009, personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, David McCarthy, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of World Color (USA) Corp., a Delaware corporation, and is authorized to execute this instrument on its behalf.

WITNESS my hand, at office, this 22<sup>nd</sup> day of July, 2009.

Amy Jean Pettit  
 Notary Public

My Commission Expires:

1/21/2013



**EXHIBIT A**

Real property in the City of Olive Branch, County of Desoto, State of Mississippi, described as follows:

Part of Lot 2, Section "B", Phase I, of Holliday Industrial Park as recorded in Plat Book 15, Pages 9-14, in the East half of the Northeast quarter of Section 23, Township-1-South, Range-6-West, Olive Branch, Desoto County, Mississippi. Being part of the same property as recorded in special warranty deed book 205, page 429, in the Chancery Clerk's Office of Desoto County, Mississippi, being more particularly described as follows:

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**EXHIBIT B**

See Attached

Quebecor – Facility No. 42 – Olive Branch, Mississippi



# Delaware

DK W BK 614 PG 420

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

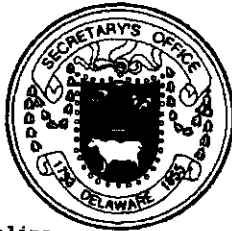
"QUEBECOR WORLD OLIVE BRANCH INC.", A DELAWARE CORPORATION, WITH AND INTO "NOVINK (USA) CORP." UNDER THE NAME OF "NOVINK (USA) CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JULY, A.D. 2009, AT 12:38 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2696753 8100M

090714163

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7430622

DATE: 07-21-09

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 12:34 PM 07/21/2009  
 FILED 12:38 PM 07/21/2009  
 SRV 090714163 - 2696753 FILE

**CERTIFICATE OF MERGER  
 OF  
 QUEBECOR WORLD OLIVE BRANCH INC.**

**(the "Merged Entity")**

**WITH AND INTO  
 NOVINK (USA) CORP.**

Novink (USA) Corp., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** The name and state of incorporation of each of the constituent entities (the "Constituent Entities") which are to merge are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Novink (USA) Corp.	Delaware
Quebecor World Olive Branch Inc.	Delaware

**SECOND:** An Agreement and Plan of Merger dated as of July 21, 2009 between the Constituent Entities has been approved, adopted, certified, executed and acknowledged in accordance with section 251 by each of the Constituent Entities.

**THIRD:** The name of the surviving corporation is Novink (USA) Corp.

**FOURTH:** The certificate of incorporation of Novink (USA) Corp. will be the certificate of incorporation of the surviving corporation.

**FIFTH:** The merger of the merged entity with and into Novink (USA) Corp. will be effective as of July 21, 2009.

**SIXTH:** The executed Agreement and Plan of Merger is on file at the principal office of Novink (USA) Corp., the surviving corporation, the address of which is:

Novink (USA) Corp  
 c/o Novink Corp.  
 999, de Maisonneuve West, Suite 1100  
 Montreal, Quebec H3A 3L4  
 Canada

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by Novink (USA) Corp, on request and without cost, to any member or shareholder of any Constituent Entity.

IN WITNESS WHEREOF, Novink (USA) Corp. has caused this Certificate of Merger to be signed by its duly authorized officer, this 21 of July, 2009.

NOVINK (USA) CORP.

By: David M. McCarthy  
Name: DAVID MCCARTHY  
Title: President

**EXHIBIT C**

See Attached

7937723.2

Quebecor -- Facility No. 42 -- Olive Branch, Mississippi

# Delaware

PAGE 1

*The First State*

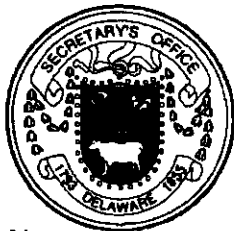
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NOVINK (USA) CORP.", CHANGING ITS NAME FROM "NOVINK (USA) CORP." TO "WORLD COLOR (USA) CORP.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 2009, AT 6:21 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2696753 8100

090720384

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7434513

DATE: 07-23-09

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
NOVINK (USA) CORP.

\*\*\*\*\*

Novink (USA) Corp., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY THAT:

FIRST: Paragraph 1 of the Certificate of Incorporation of Novink (USA) Corp. is hereby deleted and a new Article First is hereby substituted therefore as follows:

1. The name of the corporation is World Color (USA) Corp. (the "Corporation").

SECOND: The Board of Directors of Novink (USA) Corp., by unanimous written consent of its members, filed with the minutes of the Board, duly adopted resolutions setting forth the foregoing amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the sole stockholder of said corporation for consideration thereof.


THIRD: Thereafter, pursuant to resolution of its Board of Directors, the amendment was submitted to and approved by written consent of the sole stockholder of said corporation.

FOURTH: Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Novink (USA) Corp. has caused this certificate of amendment to be signed by its duly authorized officer as of this 22 day of July, 2009.

NOVINK (USA) CORP.

By:

  
Name: Marie-B. Chlunecky  
Title: Secretary